

DAVID B. PLEAT*
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July 10, 2002

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 JUL 15 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
of Elements & Accents, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of ELEMENTS & ACCENTS, INC. along with a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation, the Registered Agent Designation and a Certified Copy to be returned in the enclosed envelope. Please feel free to call me if you have any questions.

Very truly yours,

David B. Pleat

DBP\kmb

Enclosures

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ARTICLES OF INCORPORATION
OF
ELEMENTS & ACCENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I - NAME

The name of the corporation shall be **ELEMENTS & ACCENTS, INC.** and its principal place of business shall be in the county of Walton, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II - DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the Corporation is to provide home interior and furnishings and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV - CAPITAL STRUCTURE

The corporation shall have authority to issue one hundred (100) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

Each share of common stock shall be counted as one vote per share issued.

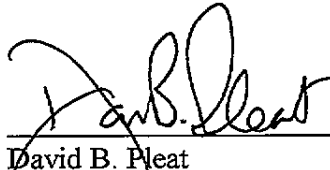
ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 324 Shore Drive, Destin, Florida 32550. The street address and mailing address of said principal office of the Corporation shall be 324 Shore Drive, Destin, Florida 32550.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


David B. Pleat

ARTICLE VII - BOARD OF DIRECTORS

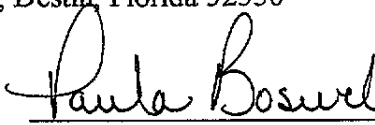
The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is one, whose name and address is:

<u>Name</u>	<u>Address</u>
Paula G. Boswell	324 Shore Drive, Destin, Florida 32550

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Paula G. Boswell, 324 Shore Drive, Destin, Florida 32550


Paula Boswell
Incorporator

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared PAULA BOSWELL who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this _____ day of July, 2002.



Notary: Kellyanne M. Bartleson

Notary Public, State of Florida

My Commission Expires



MY COMMISSION # DD039849 EXPIRES
July 5, 2005
BONDED THRU TROY FAIN INSURANCE, INC.